

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1

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Gordon Brothers Retail Partners, LLC

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

DECLARATION OF SARAH BAKER IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO ASSUME THE CONSULTING AGREEMENTS, (II) AUTHORIZING AND APPROVING THE CONDUCT OF STORE CLOSING SALES, WITH SUCH SALES TO BE FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES, (III) AUTHORIZING CUSTOMARY BONUSES TO EMPLOYEES OF CLOSING STORES, AND (IV) GRANTING RELATED RELIEF

I, Sarah Baker, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I am Vice President, Deputy General Counsel of Hilco Trading, LLC ("Hilco Trading"), the ultimate parent company of Hilco Merchant Resources, LLC ("Hilco"), located at 5 Revere Drive, Suite 206, Northbrook, Illinois.

2. I submit this declaration (the "Declaration") on behalf of Hilco in support of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreements, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances, (III) Authorizing Customary Bonuses to Employees of Closing Stores, and (IV) Granting Related Relief* (D.I. 28) (the "Motion"). Although not required for purposes of approval of the Motion pursuant to section 363 of the Bankruptcy Code, I submit this Declaration and disclose Hilco's connections to the Debtors and Parties in Interest (as defined below) in support thereof. I have reviewed and am familiar with the Motion and the relief sought therein.

3. The facts set forth in my Declaration are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Hilco Trading under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Declaration.

4. In the ordinary course of its business, Hilco Trading, Hilco, and their affiliates and subsidiaries (collectively, "Hilco Global") maintain a database (the "Transaction Database") for

purposes of performing “conflicts checks.” The Transaction Database contains information regarding present and past representations and transactions of Hilco Global. I obtained a list of names of individuals and companies provided by the Debtors for purposes of searching the Transaction Database and determining the connection(s) which Hilco Global has with such entities (attached hereto as **Schedule 1**; collectively, the “**Parties in Interest**”). Hilco ran the names of all of the Parties in Interest through the Transaction Database to determine whether Hilco Global had in the past, or currently has, any connection to such Parties in Interest. The Transaction Database includes information relating to debt and equity holdings of the entities comprising Hilco Global (including debt and equity holdings by such entities for the account of a third party, if any). In short, if one of the entities comprising Hilco Global holds debt or equity in a Party in Interest, that connection would be identified in the conflicts check and disclosed. Moreover, the conflicts check conducted by Hilco in connection with the Motion did not exclude any affiliates of Hilco or its ultimate parent company.

5. Hilco’s search of the Transaction Database identified the connections listed on and described in the attached **Schedule 2**.

6. Except with respect to Hilco’s contractual joint venture partners, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco has agreed to share or will share any portion of the compensation to be received from the Debtors by Hilco with any other person other than the principals and regular employees of Hilco.

7. Except with respect to entry into the Consulting Agreement (as defined in the Motion), and except as set forth in **Schedule 2** hereto, to the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional

retained by Hilco, insofar as I have been able to ascertain, is a creditor, equity security holder, or an insider of the Debtors.

8. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, is or has been, within two years before the date of the filing of the petition(s) herein, a director, officer or employee of the Debtors.

9. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which Hilco is engaged, by reason of any direct or indirect relationship to, or connection with, or interest in, the Debtors or for any other reason.

10. Hilco is conducting further inquiries regarding Hilco's engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of Hilco's engagement if Hilco should discover any facts bearing on the matters described herein, Hilco will supplement the information contained in this Declaration.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: Northbrook, Illinois
May 2, 2023

Hilco Merchant Resources, LLC

By: 

Sarah Baker
Vice President & Deputy General Counsel,
Managing Member